

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

SHELDON G. ADELSON,
Plaintiff

v.

MOSHE HANANEL,
Defendant

C. A. NO.: 04-cv-10357-RCL

**PLAINTIFF, SHELDON G. ADELSON'S, ANSWERS TO DEFENDANT, MOSHE
HANANEL'S, FIRST SET OF INTERROGATORIES CONCERNING JURISDICTION**

INTERROGATORY NO. 1

State the basis according to Local Rule 26.5(C)(8) for your contention that personal jurisdiction over Hananel exists in this action.

ANSWER NO. 1

1. In his capacity as counsel to IPI, Paul Roberts met with Moshe Hananel ("Hananel") at 300 First Avenue in Needham, MA on December 5, 1995.

2. This was not a social meeting. The specific purpose of the meeting was to establish the terms of Hananel's employment by IPI. As of December 5, 1995 Hananel had not gone on the IPI payroll or been hired. Prior to that date he had offered himself to fill the vacant manager position, and in anticipation of becoming an IPI employee, performed certain limited services for IPI, as both an accommodation and to demonstrate his value and ability. Prior to this meeting I had told Mr. Roberts the terms I wished to offer to Hananel for employment with IPI and directed him to discuss and obtain agreement for the employment terms with Hananel when he was in the Needham offices.

3. During the meeting, which took place on the third floor of 300 First Avenue, they settled on the following major terms;

They were:

- a. Hananel would transition out of his current employment at Galilee Tours, and would become a full time IPI employee on January 1, 1996 as manager of the Israel office.
- b. He would devote all of his time to IPI except for occasional consultation with Galilee.
- c. Hananel would be responsible to identify, recruit and hire business analysts and portfolio managers, with IPI's agreement, to assist him and IPI to search out and identify investment opportunities in Israel in the high technology sector and present them to IPI and its legal and financial advisors.
- d. Beginning January 1, 1996 Hananel would be paid an annual salary of \$100,000 (as well as certain perquisites) by IPI. He would also be eligible to receive 12% of the net profits received by IPI from high tech investments in Israel which were found and recommended by Hananel and made by IPI as a result of Hananel's efforts. Mr. Roberts specifically explained to him that he would only receive a share of investment profits that were realized (i.e. received) by IPI during the term of his employment.

4. After Hananel had agreed to those terms, Mr. Roberts asked Hananel if he wanted these terms put in writing. Mr. Roberts told him that he had been authorized to prepare a written employment contract for him if it was the custom in Israel or simply if he wished. He said it wasn't necessary because of his close relationship with me. I then arrived in the office, having just returned from a trip to New York. Mr. Roberts reported to me the result of his meeting with Hananel and, at my request, Mr. Roberts repeated in the presence of Hananel the terms that they had agreed upon with Hananel so there would be no misunderstanding. Hananel said he agreed. On behalf of IPI, I agreed. Then, Hananel, Mr. Roberts and I shook hands. Hananel and I left the building together to meet my wife who, like Hananel, was Israeli and was friends with Hananel and his wife.

Mr. Hananel and I discussed and agreed that part of his job would be to stay in close contact with me to discuss business matters and take direction from me, (on behalf of IPI). It would not matter if I was in the U.S., Israel, or any other country. We frequently discussed business issues by long distance when I was in the United States.

INTERROGATORY NO. 2

Describe in detail all contacts between (a) Adelson and Hananel, (b) IPI (including but not limited to Paul G. Roberts and/or any other employee or agent of IPI or TIG) and Hananel, and/or (c) Auto Depot and Hananel, from June 1, 1995 to January 1, 1996, including, for each such contact:

- identifying all communications concerning such contact,
- identifying all persons present at such contact,